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Form **990-PF**

# Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

**2010**Department of the Treasury  
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning , and ending

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return  
☐ Amended return ☐ Address change ☐ Name change

Name of foundation

**Kinney Family Foundation**

Number and street (or P O box number if mail is not delivered to street address)

**3001 Sandy Hook Drive**

Room/suite

City or town, state, and ZIP code

**Roseville****MN 55113**

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 8,495,468** (Part I, column (d) must be on cash basis)  
 J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify)

A Employer identification number  
**65-1205543**B Telephone number (see page 10 of the instructions)  
**651-484-6328**C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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Revenue

- 1 Contributions, gifts, grants, etc., received (attach schedule)  
 2 Check ☒ if the foundation is not required to attach Sch B  
 3 Interest on savings and temporary cash investments  
 4 Dividends and interest from securities  
 5a Gross rents  
 b Net rental income or (loss)  
 6a Net gain or (loss) from sale of assets not on line 10  
 b Gross sales price for all assets on line 6a  
 7 Capital gain net income (from Part IV, line 2)  
 8 Net short-term capital gain  
 9 Income modifications  
 10a Gross sales less returns & allowances  
 b Less Cost of goods sold  
 c Gross profit or (loss) (attach schedule)  
 11 Other income (attach schedule) **Stmt 1**  
 12 Total. Add lines 1 through 11

**13,022****13,022****13,022****153,015****153,015****153,015****32,748****32,748****22,882****-2,634****-2,634****196,151****198,785****186,285**

Operating and Administrative Expenses

- 13 Compensation of officers, directors, trustees, etc  
 14 Other employee salaries and wages  
 15 Pension plans, employee benefits  
 16a Legal fees (attach schedule)  
 b Accounting fees (attach schedule)  
 c Other professional fees (attach schedule) **Stmt 2**  
 17 Interest  
 18 Taxes (attach schedule) (see page 14 of the instructions) **Stmt 3**  
 19 Depreciation (attach schedule) and depletion  
 20 Occupancy  
 21 Travel, conferences, and meetings  
 22 Printing and publications  
 23 Other expenses (att sch) **Stmt 4**  
 24 Total operating and administrative expenses. Add lines 13 through 23  
 25 Contributions, gifts, grants paid  
 26 Total expenses and disbursements. Add lines 24 and 25  
 27 Subtract line 26 from line 12  
 a Excess of revenue over expenses and disbursements  
 b Net investment income (if negative, enter -0-)  
 c Adjusted net income (if negative, enter -0-)

**0****26,918****26,918****18****18****294****294****66****27,296****27,230****0****0****339,860****339,860****367,156****27,230****0****339,860****-171,005****171,555****186,285**

For Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2010)

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
<b>Assets</b>	1 Cash—non-interest-bearing			1,003	2,329	2,329
	2 Savings and temporary cash investments			194,701	79,800	79,800
	3 Accounts receivable ♦					
	Less: allowance for doubtful accounts ♦					
	4 Pledges receivable ♦					
	Less: allowance for doubtful accounts ♦					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)					
	7 Other notes and loans receivable (att. schedule) ♦					
	Less: allowance for doubtful accounts ♦	0				
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U S and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule) <b>See Stmt 5</b>			1,374,714	1,643,156	1,643,156
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment basis ♦					
	Less: accumulated depreciation (attach sch) ♦					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule) <b>See Statement 6</b>			6,225,668	6,770,183	6,770,183
	14 Land, buildings, and equipment basis ♦					
	Less: accumulated depreciation (attach sch) ♦					
	15 Other assets (describe ♦ )					
	16 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)			7,796,086	8,495,468	8,495,468
<b>Liabilities</b>	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ♦ )					
	23 <b>Total liabilities</b> (add lines 17 through 22)			0	0	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ♦ <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ♦ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds			7,796,086	8,495,468	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 <b>Total net assets or fund balances</b> (see page 17 of the instructions)			7,796,086	8,495,468	
	31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)			7,796,086	8,495,468	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,796,086
2 Enter amount from Part I, line 27a	2	-171,005
3 Other increases not included in line 2 (itemize) ♦ <b>See Statement 7</b>	3	870,977
4 Add lines 1, 2, and 3	4	8,496,058
5 Decreases not included in line 2 (itemize) ♦ <b>See Statement 8</b>	5	590
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,495,468

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a</b>	<b>See Attached Schedule</b>	<b>D</b>	<b>Various</b>	<b>Various</b>
<b>b</b>	<b>See Attached Schedule</b>	<b>D</b>	<b>Various</b>	<b>Various</b>
<b>c</b>	<b>Southwest Securities--Main</b>			
<b>d</b>				
<b>e</b>				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 392,303		369,421	22,882
<b>b</b> 958,926		974,967	-16,041
<b>c</b> 25,907			25,907
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			22,882
<b>b</b>			-16,041
<b>c</b>			25,907
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	<b>32,748</b>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	<b>3</b>	<b>22,882</b>

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	402,156	6,822,313	0.058947
2008	454,694	8,109,878	0.056067
2007	408,963	9,295,828	0.043994
2006	377,577	8,603,382	0.043887
2005	279,781	7,593,521	0.036845

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>0.239740</b>
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	<b>0.047948</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	<b>7,767,613</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>372,442</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>1,716</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>374,158</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	<b>339,860</b>

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

**Part VI** Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	<b>3,431</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>3,431</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>3,431</b>
<b>6</b>	<b>Credits/Payments</b>		
<b>a</b>	2010 estimated tax payments and 2009 overpayment credited to 2010	<b>6a</b>	<b>1,300</b>
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	<b>1,300</b>
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	<b>2,131</b>
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A** Statements Regarding Activities

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		<b>X</b>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		<b>X</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		<b>X</b>
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<b>X</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		<b>X</b>
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		<b>X</b>
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		<b>X</b>
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> <b>MN</b>		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		<b>X</b>
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<b>X</b>

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		<b>X</b>
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		<b>X</b>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ♦ <b>N/A</b>	13	<b>X</b>	
14	The books are in care of ♦ <b>Evelyn Pallas</b> <b>3001 Sandy Hook Dr.</b> Located at ♦ <b>Roseville</b> Telephone no ♦ <b>651-484-6328</b> MN ZIP+4 ♦ <b>55113</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	♦ <input type="checkbox"/>	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ♦	16	Yes	No <b>X</b>

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days )	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A 1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	N/A 1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ♦ 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions )	N/A 2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ♦ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010 )	N/A 3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<b>X</b>
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		<b>X</b>

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **N/A** ☒ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☒

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Evelyn Pallas 3001 Sandy Hook Dr. Roseville MN 55113	Trustee 40.00	0	0	0
Barbara Winters 429 Lake Ave. St. Paul MN 55110	Trustee 40.00	0	0	0

**2 Compensation of five highest-paid employees (other than those included on line 1 — see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ◆**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
<b>1</b> N/A	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
<b>1</b> N/A	
<b>2</b>	
All other program-related investments. See page 24 of the instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	<b>7,431,282</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>454,620</b>
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	<b>0</b>
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	<b>7,885,902</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>7,885,902</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	<b>118,289</b>
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	<b>7,767,613</b>
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	<b>388,381</b>

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	<b>388,381</b>
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	<b>3,431</b>
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	<b>3,431</b>
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	<b>384,950</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	<b>384,950</b>
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	<b>384,950</b>

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	<b>339,860</b>
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	<b>339,860</b>
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	<b>0</b>
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	<b>339,860</b>

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				<b>384,950</b>
<b>2</b> Undistributed income, if any, as of the end of 2010:				
<b>a</b> Enter amount for 2009 only			<b>339,825</b>	
<b>b</b> Total for prior years. 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005				
<b>b</b> From 2006				
<b>c</b> From 2007				
<b>d</b> From 2008				
<b>e</b> From 2009				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ♦ \$ <b>339,860</b>				
<b>a</b> Applied to 2009, but not more than line 2a			<b>339,825</b>	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
<b>d</b> Applied to 2010 distributable amount				<b>35</b>
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				<b>384,915</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006				
<b>b</b> Excess from 2007				
<b>c</b> Excess from 2008				
<b>d</b> Excess from 2009				
<b>e</b> Excess from 2010				

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ◆

**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test—enter.					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2) )

N/A

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number of the person to whom applications should be addressed

N/A

**b** The form in which applications should be submitted and information and materials they should include

N/A

**c** Any submission deadlines

N/A

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

N/A

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year <b>See attached list</b>				<b>339,860</b>
<b>Total</b>			<b>◆ 3a</b>	<b>339,860</b>
<b>b</b> Approved for future payment <b>N/A</b>				
<b>Total</b>			<b>◆ 3b</b>	





## Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Ordinary Loss/K-1's	\$ -2,615	\$	\$ -2,615
Other Loss/K-1's	-6		-6
Sec 1231 Loss/K-1's	-13		-13
Total	\$ -2,634	\$ 0	\$ -2,634

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Investment Fees	\$ 22,200	\$ 22,200	\$	\$
PC2 Advisor Fees	4,718	4,718		
Total	\$ 26,918	\$ 26,918	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Foreign Taxes	\$ 269	\$ 269	\$	\$
MN Filing Fee	25	25		
Total	\$ 294	\$ 294	\$ 0	\$ 0

## Federal Statements

## Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
MN Council on Foundations				
Foundation Meetings	52			
Office Expense	14			
Mileage Reimbursement				
Miscellaneous				
Total	\$ 66	\$ 0	\$ 0	\$ 0



## Federal Statements

**Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Southwest Securities 7096	\$ 753,848	\$ 1,277,633	Market	\$ 1,277,633
Southwest Securities 7215			Market	
Southwest Securities 419			Market	
Southwest Securities 8243			Market	
Southwest Securities 2942	304,929		Market	
Southwest Securities 9921	315,937	365,523	Market	365,523
Total	\$ 1,374,714	\$ 1,643,156		\$ 1,643,156

**Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Southwest Securities Mutual Funds	\$ 5,419,867	\$ 6,469,871	Market	\$ 6,469,871
Southwest Securities CD's	805,801	300,312	Market	300,312
Total	\$ 6,225,668	\$ 6,770,183		\$ 6,770,183

**Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases**

Description	Amount
Unrealized Gain On Securities	\$ 862,792
Distributions from K-1's	1,974
Non-taxable distributions from securities	6,211
Total	\$ 870,977

**Statement 8 - Form 990-PF, Part III, Line 5 - Other Decreases**

Description	Amount
Unrealized Losses on Securities	\$ 584
Estimated tax payments	6
Nondeductible expense	
Total	\$ 590

FIN: 65-1205543

Capital Management Associates  
**REALIZED GAINS AND LOSSES**  
*Kinney Family Foundation*  
*Consolidated Report*  
*From 01-01-10 Through 12-31-10*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
03-15-07	01-05-10	18	Crown Castle Intl Corp	586	721		135
03-15-07	01-06-10	15	Crown Castle Intl Corp	488	591		102
03-15-07	01-07-10	15	Crown Castle Intl Corp	488	582		94
03-15-07	01-08-10	31	Crown Castle Intl Corp	1,009	1,207		198
03-15-07	01-11-10	47	Crown Castle Intl Corp	1,530	1,845		315
12-16-09	01-20-10	320	SHAW Group	9,687	9,830	143	
03-15-07	01-20-10	3	Crown Castle Intl Corp	98	117		19
09-08-09	01-20-10	12	Crown Castle Intl Corp	338	467	129	
09-08-09	01-22-10	29	Crown Castle Intl Corp	818	1,131	313	
01-23-09	01-28-10	100,000	waccamaw Bank, Whiteville NC	100,017	100,000		-17
			1.800% Due 01-28-10				
01-29-09	01-29-10	100,000	Builders Bank, Chicago, IL	100,017	100,000	-17	
			1.850% Due 01-29-10				
01-23-09	01-29-10	100,000	Atlanta Business Bank CD, Atlanta GA	100,017	100,000		-17
			1.800% Due 01-29-10				
05-13-08	02-01-10	38	Microsoft Corporation	1,131	1,079		-52
08-18-04	02-01-10	17	Microsoft Corporation	461	483		21
08-12-04	02-01-10	30	Microsoft Corporation	812	852		40
08-16-05	02-01-10	55	Microsoft Corporation	1,482	1,561		80
09-08-09	02-01-10	16	Crown Castle Intl Corp	451	595	144	
12-17-08	02-01-10	17	Crown Castle Intl Corp	298	632		334
08-14-09	02-04-10	64	Ncr Corp	877	829	-49	
03-26-09	02-05-10	349	Fifth Third Bancorp	824	3,884	3,061	
11-06-09	02-05-10	215	KeyCorp	1,219	1,462	243	
07-31-09	02-05-10	485	KeyCorp	2,676	3,298	622	
07-05-07	02-05-10	48	Varian Medical Systems Inc.	2,078	2,298		220
12-14-09	02-08-10	201	ING Groep NV ADR	1,854	1,681	-173	
10-18-07	02-09-10	163	GAO Gasprom ADR	7,686	3,750		-3,936
06-11-09	02-09-10	56	GAO Gasprom ADR	1,328	1,288	-40	
10-22-08	02-09-10	55	Swiss Reinsurance Co-Sp ADR	2,221	2,222		1
04-07-09	02-09-10	139	Swiss Reinsurance Co-Sp ADR	2,719	5,616	2,898	
12-14-09	02-09-10	520	ING Groep NV ADR	4,796	4,569	-227	
12-17-08	02-09-10	47	Crown Castle Intl Corp	824	1,690		865
11-18-09	02-19-10	80	Smith International Inc	2,230	3,023	793	
11-18-09	02-23-10	135	Smith International Inc	3,763	5,492	1,729	
02-13-09	03-01-10	45	The Coca-cola Company	1,974	2,379		405
03-31-08	03-01-10	47	Paychex Inc.	1,616	1,423		-194
03-31-08	03-03-10	21	Paychex Inc.	722	639		-83
03-31-08	03-04-10	25	Paychex Inc.	860	756		-104
10-28-09	03-04-10	30	Dish Network Corp Cla A	519	620	101	
10-24-08	03-04-10	32	Dish Network Corp Cla A	513	661		148
01-20-10	03-08-10	560	Telefonos De Mexico L Ads	9,551	8,726	-826	
08-31-09	03-09-10	10	United States Steel Corporation	434	614	180	
10-28-09	03-09-10	17	Visa Inc Class A Shares	1,300	1,557	257	
03-09-09	03-09-10	5	Visa Inc Class A Shares	254	458	204	
06-25-09	03-09-10	26	Boeing Company	1,081	1,774	693	
08-25-08	03-10-10	85	NII Holdings Inc.	4,342	3,352		-990
01-09-09	03-17-10	95	General Cable Corporation	2,076	2,493		417

FIN # 65-1205543

Capital Management Associates  
**REALIZED GAINS AND LOSSES**  
*Kinney Family Foundation*  
*Consolidated Report*  
*From 01-01-10 Through 12-31-10*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
01-09-09	03-17-10	5	General Cable Corporation	109	131		22
06-06-07	03-17-10	35	Corning Inc	889	665		-224
12-05-07	03-17-10	49	Corning Inc	1,220	932		-289
11-01-07	03-17-10	44	Corning Inc	1,048	837		-212
03-09-09	03-19-10	9	Visa Inc Class A Shares	458	803		345
01-16-09	03-19-10	43	Visa Inc Class A Shares	2,015	3,835		1,820
03-23-04	03-23-10	60	Eclipsys Corporation	772	1,267		495
08-13-09	03-30-10	30	Community Health System	921	1,119	198	
01-16-09	03-30-10	9	Community Health System	162	336		174
04-05-07	03-30-10	109	On Semiconductor Corporation	1,054	869		-185
10-28-09	03-30-10	26	Fisher Scientific Intl	1,180	1,344	163	
08-14-09	03-30-10	17	Fisher Scientific Intl	768	878	110	
03-02-10	04-05-10	4	Google Inc. Cl A	2,178	2,291	112	
08-31-09	04-07-10	30	United States Steel Corporation	1,302	2,019	718	
08-31-09	04-08-10	19	United States Steel Corporation	824	1,260	436	
03-12-08	04-12-10	25	Hartford Financial Services Group, Inc.	1,756	701		-1,056
11-17-08	04-12-10	77	Hartford Financial Services Group, Inc.	832	2,159		1,327
10-31-08	04-12-10	11	Hartford Financial Services Group, Inc.	113	308		196
10-31-08	04-14-10	117	Hartford Financial Services Group, Inc.	1,198	3,282		2,084
08-31-09	04-14-10	63	United States Steel Corporation	2,734	4,059	1,325	
08-31-09	04-15-10	8	United States Steel Corporation	347	513	166	
10-28-09	04-15-10	3	United States Steel Corporation	107	193	85	
08-25-08	04-16-10	90	Chemical Banking Corp	5,368	4,574		-794
10-28-09	04-16-10	9	United States Steel Corporation	321	550	229	
11-05-08	04-20-10	95	Cms Energy Corporation	1,011	1,494		483
11-05-08	04-21-10	205	Cms Energy Corporation	2,181	3,227		1,046
01-16-09	04-22-10	22	Community Health System	396	901		505
08-14-09	04-22-10	5	Fisher Scientific Intl	226	266	40	
06-10-09	04-22-10	30	Fisher Scientific Intl	1,238	1,593	355	
05-26-09	04-22-10	1	Fisher Scientific Intl	38	53	15	
07-05-07	04-22-10	12	Varian Medical Systems Inc.	519	664		144
02-13-09	04-22-10	4	Varian Medical Systems Inc.	149	221		72
07-29-09	04-23-10	14	Transatlantic Holdings, Inc.	652	741	89	
06-11-09	04-26-10	23	Transatlantic Holdings, Inc.	1,064	1,213	149	
06-11-09	04-27-10	8	Transatlantic Holdings, Inc.	370	417	47	
02-02-06	04-27-10	16	Conoco Phillips	1,025	922		-103
02-13-09	04-27-10	24	Life Time Fitness Inc	256	878		621
07-09-08	04-27-10	27	Marathon Oil Corporation	1,312	875		-438
10-28-09	04-28-10	16	United States Steel Corporation	571	936	365	
01-05-10	04-28-10	90	Exxon-mobil Corporation	6,223	6,247	24	
03-01-10	04-28-10	32	Exxon-mobil Corporation	2,091	2,221	130	

EIN # 65-1205543

Capital Management Associates  
**REALIZED GAINS AND LOSSES**  
*Kinney Family Foundation*  
*Consolidated Report*  
*From 01-01-10 Through 12-31-10*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
02-23-10	04-28-10	62	Exxon-mobil Corporation	4,029	4,303	275	
07-14-08	04-28-10	35	Ace Ltd	1,744	1,872		128
07-28-09	04-28-10	39	Ace Ltd	1,906	2,086	180	
02-09-10	04-28-10	24	Ace Ltd	1,164	1,284	120	
02-13-09	04-28-10	45	Ace Ltd	1,963	2,407		444
02-18-09	04-28-10	27	Ace Ltd	1,083	1,444		361
03-26-09	04-28-10	20	Ace Ltd	791	1,070		279
05-28-09	04-28-10	42	Ansys Inc	1,224	1,901	676	
04-09-09	04-28-10	31	Ansys Inc	839	1,403		563
04-13-09	04-28-10	33	Ansys Inc	889	1,493		604
04-14-09	04-28-10	18	Ansys Inc	481	814		334
01-21-09	04-28-10	24	Boeing Company	1,001	1,730		730
06-25-09	04-28-10	19	Boeing Company	790	1,370	580	
02-13-09	04-28-10	49	Boeing Company	1,971	3,532		1,561
01-30-08	04-28-10	27	Chemical Banking Corp	2,034	1,343		-691
09-28-09	04-28-10	48	Chemical Banking Corp	2,391	2,387	-4	
12-14-09	04-28-10	31	Chemical Banking Corp	1,425	1,542	116	
11-15-06	04-28-10	40	Chemical Banking Corp	1,755	1,989		235
06-29-07	04-28-10	91	Comcast Corp - Special Cl A New	2,550	1,623		-927
08-16-05	04-28-10	96	Comcast Corp - Special Cl A New	2,010	1,703		-307
11-08-07	04-28-10	113	Comcast Corp - Special Cl A New	2,203	2,005		-199
03-23-04	04-28-10	151	Comcast Corp - Special Cl A New	2,775	2,688		-88
02-08-10	04-28-10	77	Comcast Corp - Special Cl A New	1,126	1,366	240	
10-28-09	04-28-10	104	Comcast Corp - Special Cl A New	1,465	1,845	380	
02-02-06	04-28-10	79	Conoco Phillips	5,060	4,631		-429
04-09-10	04-28-10	22	Conoco Phillips	1,204	1,290	86	
04-08-10	04-28-10	18	Conoco Phillips	962	1,055	93	
12-11-09	04-28-10	17	Conoco Phillips	865	997	132	
09-15-09	04-28-10	32	Conoco Phillips	1,480	1,876	396	
09-08-09	04-28-10	46	Conoco Phillips	2,109	2,696	587	
04-23-09	04-28-10	14	Conoco Phillips	550	821		270
04-01-10	04-28-10	158	Computer Science	8,564	8,455	-108	
01-16-09	04-28-10	31	Community Health System	558	1,246		687
02-24-09	04-28-10	41	Community Health System	707	1,647		941
03-29-06	04-28-10	15	Dell Computer Corp	456	248		-208
12-12-06	04-28-10	107	Dell Computer Corp	2,822	1,771		-1,051
12-03-07	04-28-10	78	Dell Computer Corp	1,921	1,291		-630
11-30-07	04-28-10	61	Dell Computer Corp	1,496	1,010		-486
08-21-06	04-28-10	77	Dell Computer Corp	1,701	1,274		-426
05-16-08	04-28-10	92	Dell Computer Corp	1,957	1,523		-434
02-11-08	04-28-10	63	Dell Computer Corp	1,261	1,043		-218
09-23-09	04-28-10	116	Dell Computer Corp	1,855	1,920	65	
10-13-09	04-28-10	93	Dell Computer Corp	1,433	1,539	106	
10-24-08	04-28-10	101	Dish Network Corp Cla A	1,620	2,177		557
12-17-08	04-28-10	157	Dish Network Corp Cla A	1,807	3,383		1,577
10-08-08	04-28-10	184	AMDOCS limited ORD ISIN	4,749	5,743		994
02-06-09	04-28-10	64	AMDOCS limited ORD ISIN	1,185	1,998		812

EIN # 65-1205543

Capital Management Associates  
**REALIZED GAINS AND LOSSES**  
*Kinney Family Foundation*  
*Consolidated Report*  
*From 01-01-10 Through 12-31-10*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
02-08-10	04-28-10	36	DirectTV-Class A	1,095	1,287	192	
08-10-07	04-28-10	202	DirectTV-Class A	4,391	7,223		2,832
12-05-07	04-28-10	8	Entergy Corp New	977	645		-332
10-23-06	04-28-10	75	Entergy Corp New	6,410	6,045		-365
12-31-08	04-28-10	19	Entergy Corp New	1,582	1,531		-50
08-25-09	04-28-10	17	Entergy Corp New	1,394	1,370	-24	
01-06-10	04-28-10	11	Fiserv Inc Wisc	542	591	50	
09-08-09	04-28-10	16	Fiserv Inc Wisc	764	860	96	
12-18-09	04-28-10	11	Fiserv Inc Wisc	521	591	70	
12-17-09	04-28-10	11	Fiserv Inc Wisc	518	591	73	
06-09-09	04-28-10	22	Fiserv Inc Wisc	1,011	1,183	172	
06-05-09	04-28-10	55	Fiserv Inc Wisc	2,513	2,957	444	
06-08-09	04-28-10	61	Fiserv Inc Wisc	2,783	3,279	497	
03-01-10	04-28-10	62	Gilead Sciences Inc.	2,957	2,516	-441	
11-02-07	04-28-10	71	Gilead Sciences Inc.	3,314	2,881		-433
09-22-09	04-28-10	26	Gilead Sciences Inc.	1,204	1,055	-149	
12-28-09	04-28-10	46	Gilead Sciences Inc.	1,989	1,867	-122	
04-22-10	04-28-10	74	Gilead Sciences Inc.	3,026	3,003	-23	
11-01-07	04-28-10	64	Corning Inc	1,524	1,283		-241
09-23-09	04-28-10	103	Corning Inc	1,605	2,065	461	
02-09-10	04-28-10	5	Google Inc. Cl A	2,699	2,653	-45	
02-01-10	04-28-10	11	Google Inc. Cl A	5,872	5,837	-34	
02-09-10	04-28-10	42	Inverness Medical Innovations Inc	1,737	1,620	-117	
02-10-10	04-28-10	54	Inverness Medical Innovations Inc	2,206	2,082	-123	
02-11-10	04-28-10	47	Inverness Medical Innovations Inc	1,915	1,812	-103	
03-01-10	04-28-10	45	J P Morgan Chase & Co	1,875	1,954	79	
02-04-10	04-28-10	156	J P Morgan Chase & Co	6,000	6,774	774	
02-09-10	04-28-10	70	J P Morgan Chase & Co	2,688	3,039	351	
08-07-09	04-28-10	152	Leap Wireless International Inc	2,689	2,720	30	
11-19-09	04-28-10	84	Leap Wireless International Inc	1,064	1,503	439	
01-09-08	04-28-10	55	Eli Lilly & Company	3,125	1,913		-1,212
01-16-08	04-28-10	88	Eli Lilly & Company	4,984	3,061		-1,924
06-03-08	04-28-10	30	Eli Lilly & Company	1,444	1,043		-401
12-31-08	04-28-10	33	Eli Lilly & Company	1,320	1,148		-172
03-31-10	04-28-10	68	Eli Lilly & Company	2,469	2,365	-104	
03-30-10	04-28-10	33	Eli Lilly & Company	1,185	1,148	-38	
02-05-10	04-28-10	78	Lockheed Martin Corporation	5,863	6,600	737	
02-13-09	04-28-10	136	Life Time Fitness Inc	1,453	4,940		3,486
11-09-09	04-28-10	741	Level 3 Communications Inc	916	1,164	248	
11-06-09	04-28-10	592	Level 3 Communications Inc	731	930	199	
11-05-09	04-28-10	1,030	Level 3 Communications Inc	1,268	1,618	350	
11-03-09	04-28-10	102	Monsanto Company	6,919	6,435	-484	
07-09-08	04-28-10	76	Marathon Oil Corporation	3,694	2,441		-1,253
08-08-08	04-28-10	35	Marathon Oil Corporation	1,602	1,124		-477
09-15-09	04-28-10	39	Marathon Oil Corporation	1,276	1,253	-23	
10-06-08	04-28-10	59	Marathon Oil Corporation	1,899	1,895		-4
04-08-10	04-28-10	103	Marathon Oil Corporation	3,271	3,308	37	
09-08-09	04-28-10	24	Marathon Oil Corporation	752	771	19	

EIN # 65-1205543

Capital Management Associates  
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Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
12-11-09	04-28-10	44	Marathon Oil Corporation	1,378	1,413	35	
12-31-08	04-28-10	28	Marathon Oil Corporation	758	899		141
08-16-05	04-28-10	66	Microsoft Corporation	1,778	2,038		260
06-16-06	04-28-10	66	Microsoft Corporation	1,455	2,038		583
02-03-09	04-28-10	50	Microsoft Corporation	903	1,544		641
03-09-09	04-28-10	27	Microsoft Corporation	422	834		411
05-08-09	04-28-10	228	Mitsubishi UFJ Financial Group	1,459	1,195	-265	
08-06-09	04-28-10	290	Mitsubishi UFJ Financial Group	1,839	1,520	-320	
05-07-09	04-28-10	557	Mitsubishi UFJ Financial Group	3,393	2,919	-474	
02-08-10	04-28-10	184	Mitsubishi UFJ Financial Group	943	964	21	
08-14-09	04-28-10	3	Ncr Corp	41	41	0	
08-17-09	04-28-10	139	Ncr Corp	1,876	1,897	21	
10-22-09	04-28-10	89	Ncr Corp	968	1,215	247	
04-05-07	04-28-10	260	On Semiconductor Corporation	2,514	2,129		-385
12-14-07	04-28-10	60	On Semiconductor Corporation	489	491		2
10-06-06	04-28-10	4	Rite Aid Corp	19	6		-13
11-08-07	04-28-10	727	Rite Aid Corp	2,653	1,040		-1,613
08-20-07	04-28-10	38	Roche Holding Ltd-spons Adr	3,290	1,472		-1,818
02-09-10	04-28-10	28	Roche Holding Ltd-spons Adr	1,155	1,085	-70	
12-14-09	04-28-10	70	Roche Holding Ltd-spons Adr	2,849	2,712	-137	
01-14-09	04-28-10	38	Roche Holding Ltd-spons Adr	1,448	1,472		25
04-12-10	04-28-10	25	TransOcean Offshore Inc.	2,159	2,117	-42	
04-27-10	04-28-10	41	TransOcean Offshore Inc.	3,489	3,472	-17	
02-22-10	04-28-10	36	TransOcean Offshore Inc.	3,060	3,049	-11	
02-23-10	04-28-10	53	TransOcean Offshore Inc.	4,488	4,488	0	
08-08-08	04-28-10	70	At&t Corp	2,172	1,818		-354
09-23-09	04-28-10	44	At&t Corp	1,203	1,143	-60	
03-18-09	04-28-10	76	At&t Corp	1,917	1,974		56
06-10-09	04-28-10	32	At&t Corp	779	831	52	
04-15-10	04-28-10	36	Toyota Motor	2,884	2,767	-117	
04-14-10	04-28-10	54	Toyota Motor	4,321	4,150	-170	
04-16-10	04-28-10	36	Toyota Motor	2,875	2,767	-108	
05-26-09	04-28-10	24	Fisher Scientific Intl	912	1,334	422	
03-13-09	04-28-10	131	Fisher Scientific Intl	4,539	7,284		2,745
06-11-09	04-28-10	18	Transatlantic Holdings, Inc.	833	935	103	
07-28-09	04-28-10	13	Transatlantic Holdings, Inc.	597	676	79	
06-05-09	04-28-10	123	Transatlantic Holdings, Inc.	4,968	6,392	1,424	
06-05-09	04-28-10	184	Us Bancorp (new)	3,323	4,916	1,593	
02-23-09	04-28-10	181	Us Bancorp (new)	2,055	4,836		2,781
02-20-09	04-28-10	47	Us Bancorp (new)	464	1,256		792
02-13-09	04-28-10	42	Varian Medical Systems Inc.	1,564	2,336		772
06-10-09	04-28-10	32	Varian Medical Systems Inc.	1,181	1,780	599	
03-15-10	04-28-10	113	MEMC Electronic Materials Inc	1,589	1,717	128	
03-12-10	04-28-10	111	MEMC Electronic Materials Inc.	1,555	1,686	131	
04-05-10	04-28-10	44	Arena Resources Inc	1,612	1,632	20	

EIN # 65-1205543

Capital Management Associates  
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Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
03-12-10	04-28-10	88	SANDRIDGE ENERGY INC	718	668	-50	
03-15-10	04-28-10	302	SANDRIDGE ENERGY INC	2,460	2,292	-168	
08-25-08	05-05-10	138	Covanta Holding Corp	3,756	2,351		-1,405
11-21-08	05-05-10	201	NVE Corporation	1,688	2,472		784
08-25-08	06-08-10	55	NII Holdings Inc.	2,809	1,936		-873
08-25-08	06-08-10	187	Covanta Holding Corp	5,090	2,756		-2,334
12-07-06	07-01-10	2,121	953 Royce Low Priced Stock Fund	35,882	28,284		-7,599
12-07-06	07-01-10	194.161	Royce Low Priced Stock Fund	3,283	2,588		-695
12-07-06	07-01-10	252.721	Royce Low Priced Stock Fund	4,274	3,369		-905
08-04-05	07-01-10	12,434.916	Royce Low Priced Stock Fund	194,110	165,746		-28,365
01-28-09	07-28-10	100,000	Nexity Bank, Birmingham AL	100,017	100,000		-17
			2.550% Due 07-28-10				
01-23-09	07-30-10	100,000	Florida Capital Bank NA, Jacksonville FL	100,017	100,000		-17
			2.500% Due 07-30-10				
02-02-09	08-05-10	100,000	Builmore Bank, Phoenix AZ	100,017	100,000		-17
			2.300% Due 08-05-10				
03-17-10	08-09-10	205	Willbros Group	2,607	1,628	-979	
12-15-08	08-09-10	300	Quanta Service Inc	5,424	5,838		414
12-15-08	08-09-10	25	Quanta Service Inc	452	487		34
08-25-08	08-09-10	196	Northeast Utilities Co	5,332	5,672		340
08-25-08	08-09-10	18	Kinder Morgan Energy Partners, L.P.	1,030	1,217		188
08-25-08	08-09-10	170	Enterprise Products Partners	4,904	6,420		1,516
09-18-08	08-09-10	4	Enterprise Products Partners	93	151		58
02-18-09	08-09-10	148	Akamai Technologies Inc	2,567	6,051		3,484
07-01-10	08-09-10	103	Frontier Communications Corp	794	784	-10	
07-23-09	09-09-10	485	Coca Cola Co Notes	5,931	6,140		209
			0.120% Due 07-15-03				
12-02-09	09-10-10	100	A123 Systems Inc	1,854	745	-1,109	
12-02-09	09-10-10	100	A123 Systems Inc	1,854	745	-1,109	
12-02-09	09-10-10	40	A123 Systems Inc	740	298	-442	
12-02-09	09-10-10	100	A123 Systems Inc	1,851	745	-1,106	
06-08-10	09-16-10	464	Williams Cos Inc.	8,900	8,575	-325	
09-28-09	09-23-10	52	ITC Holdings Corp	2,411	3,130	719	
07-20-09	09-23-10	131	Chicago Bridge and Iron	1,616	3,017		1,401
08-25-08	09-23-10	208	AES Corp.	3,214	2,286		-928
08-25-08	09-23-10	110	Northeast Utilities Co	2,992	3,187		194
02-18-09	10-06-10	247	Akamai Technologies Inc	4,284	10,819		6,535
08-25-08	10-12-10	55	Philippine Long Dist Tele	3,232	3,418		186
08-25-08	10-27-10	447	AES Corp.	6,907	5,229		-1,677
08-09-10	10-27-10	413	Telecom Argentina S A.	8,308	10,340	2,031	
08-25-08	12-13-10	20	Telephone & Data Sys. Inc	761	711		-50
TOTAL GAINS						33,243	54,677
TOTAL LOSSES						-10,362	-70,717
				1,344,388	1,351,229	22,881	-16,041
TOTAL REALIZED GAIN/LOSS				6,841			

### **Kinney Family Foundation - Grants 2010**

Admission Possible	\$20,000
American Red Cross of the St Paul Area	\$400
Bridging	\$4,160
Bridging	\$16,000
Camp Odayin	\$20,000
Catholic Charities (Northside Child Development)	\$20,000
Catholic Charities (St Joseph's Home)	\$2,000
Catholic Relief Services - Haiti	\$10,000
Center for Victims of Torture	\$2,800
Center for Victims of Torture	\$2,000
Central Asia Institute	\$2,000
Church of St Jude of the Lake (debt reduction)	\$2,800
Community Bridge Consortium	\$5,000
Courage Center	\$20,000
Courage Center	\$400
Doctors Without Borders	\$400
East Side Learning Center	\$20,000
Face to Face Academy	\$16,000
Friends of the Orphans	\$15,000
Friends of the Orphans	\$3,000
Friends of the Orphans - Haiti	\$1,000
Harriet Tubman	\$400
Home for Life	\$4,000
Home for Life	\$10,000
Hope Multipurpose Inc (The Blue House)	\$400
Immaculate Conception Catholic Church	\$15,000
Impact Ministries (Camp Hope)	\$600
Jeremiah Program	\$16,000
Keystone Community Services	\$400
Mahtomedi Area Education Foundation	\$15,000
Mahtomedi Area Food Shelf	\$600
Minnesota Diversified Industries	\$16,000
MORE	\$16,000
National MS Society MN Chapter	\$800
Sisters of Charity	\$250
Special Olympics/Monarchs	\$250
St Catherine's University	\$25,000
Susan B Komen for the Cure	\$400
Tix for Tots	\$15,000
Twin Cities Habitat for Humanity	\$20,000
University of Notre Dame	\$400
University of Notre Dame	\$400
	\$339,860
<b>Total to gifted - \$339,825</b>	<b>\$339,860</b>



## Kinney Family Foundation – Grants Given in 2010

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Class of Activity: general funding  
Donee's Name: **Admission Possible**  
Donee's Address: 450 North Syndicate St., Suite 200  
St. Paul, MN 55104  
Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$20,000

Class of Activity: general funding for Haiti Relief  
Donee's Name: **American Red Cross of the St. Paul Area**  
Donee's Address: 176 S. Robert Street  
St. Paul, MN 55107  
Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$400

Class of Activity: one month rent for Roseville warehouse / general funding  
Donee's Name: **Bridging**  
Donee's Address: 201 West 87<sup>th</sup> St.  
Bloomington, MN 55420  
Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$20,160

Class of Activity: general operating funds  
Donee's Name: **Camp Odayin**  
Donee's Address: P.O. Box 2068  
Stillwater, MN 55082  
Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$20,000

Class of Activity: funds for St. Joseph's Home  
Donee's Name: **Catholic Charities**  
Donee's Address: 1200 Second Avenue South  
Minneapolis, MN 55403-2500  
Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$2,000

Class of Activity: funds for Northside Child Development Center  
Donee's Name: **Catholic Charities**  
Donee's Address: 1200 Second Avenue South  
Minneapolis, MN 55403-2500  
Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$20,000

Class of Activity: general funding for Haiti Relief .  
Donee's Name: **Catholic Relief Services**  
Donee's Address: P O Box 17090  
Baltimore, MD 21203-7090

Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$10,000

Class of Activity: general program funding  
Donee's Name: **Center for Victims of Torture**  
Donee's Address: 622 Education Center  
2520ast 12<sup>th</sup> Avenue  
North St. Paul, MN 55109

Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$4,800

Class of Activity: general program funding  
Donee's Name: **Central Asia Institute**  
Donee's Address: P.O. Box 7209  
Bozeman, MT 59771

Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$2000

Class of Activity: general program funding/debt reduction  
Donee's Name: **Church of St. Jude of the Lake**  
Donee's Address: 700 Mahtomedi Ave.  
Mahtomedi, MN 55115

Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$2,800

Class of Activity: general program funding  
Donee's Name: **Community Bridge Consortium/ISD 622**  
Donee's Address: 622 Education Center  
2520ast 12<sup>th</sup> Avenue  
North St. Paul, MN 55109

Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$5,000

Class of Activity: Courage Rider program  
Donee's Name: **Courage Center**  
Donee's Address: 3915 Golden Valley Road.  
Minneapolis, MN 55422

Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$20,400

Class of Activity: general funding  
Donee's Name: **Doctors Without Borders**  
Donee's Address: PO Box 5030  
Hagerstown, MD 21741  
Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$400

Class of Activity: general funding  
Donee's Name: **East Side Learning Center**  
Donee's Address: 740 York Avenue  
St. Paul, MN 55106-3730  
Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$20,000

Class of Activity: Curriculum & programs  
Donee's Name: **Face to Face Academy**  
Donee's Address: 1165 Arcade St.  
St. Paul, MN 55106  
Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$16,000

Class of Activity: general funding  
Donee's Name: **Friends of the Orphans**  
Donee's Address: 2052 Marshall Ave.  
St. Paul, MN 55104  
Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$19,000

Class of Activity: general funding  
Donee's Name: **Home for Life**  
Donee's Address: The Animal Sanctuary of St. Croix Valley, Inc.  
P.O. Box 847  
Stillwater, MN 55082  
Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$14,000

Class of Activity: fund for home for orphans  
Donee's Name: **Hope Multipurpose, Inc.**  
Donee's Address: 2136 Carter Ave.  
St. Paul, MN 55108  
Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$400

Class of Activity: Scholarship fund for needy students  
Donee's Name: **Immaculate Conception Catholic Church**  
Cally Briggs Memorial Scholarship  
Donee's Address: 151 S. Washington Ave.  
New Richmond, WI 54017  
Relationship of Donee: None  
Organizational Status: 501c3  
Amount given: \$15,000

Class of Activity: Funding for Camp Hope  
Donee's Name: **Impact Ministries**  
Donee's Address: P.O. Box 780025  
San Antonio, TX 78278-0025  
Relationship of Donee: None  
Organizational Status: 501c3  
Amount given: \$600

Class of Activity: scholarships for Jeremiah's St. Paul Child Development Center.  
Donee's Name: **Jeremiah Program**  
Donee's Address: 1510 Laurel Ave. Suite 100  
Minneapolis, MN 55403-1244  
Relationship of Donee: None  
Organizational Status: 501c3  
Amount given: \$16,000

Class of Activity: food shelf.  
Donee's Name: **Keystone Community Services**  
Donee's Address: 2000 St. Anthony Ave.  
St. Paul, MN 55104-5199  
Relationship of Donee: None  
Organizational Status: 501c3  
Amount given: \$400

Class of Activity: funds for Paul Gaertner Memorial Scholarship  
Donee's Name: **Mahtomedi Area Educational Foundation**  
Donee's Address: 1520 Mahtomedi Avenue  
Mahtomedi, MN 55115  
Relationship of Donee: None  
Organizational Status: 501c3  
Amount given: \$15,000

Class of Activity: general funds  
Donee's Name: **Mahtomedi Area Food Shelf**  
Donee's Address: 700 Mahtomedi Ave.  
Mahtomedi, MN 55115  
Relationship of Donee: None  
Organizational Status: 501c3  
Amount given: \$600

Class of Activity: general funds  
Donee's Name: **MDI**  
Donee's Address: 1700 Wynne Avenue  
St. Paul, MN 55108  
Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$16,000

Class of Activity: funding for a KaRen advocate  
Donee's Name: **Multicultural School for Empowerment**  
Donee's Address: 96 East Wheelock Parkway  
St. Paul, MN 55117  
Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$16,000

Class of Activity: general funds  
Donee's Name: **National MS Society, Minnesota Chapter**  
Donee's Address: 200 12<sup>th</sup> Avenue South  
Minneapolis, MN 55415  
Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$800

Class of Activity: general funds  
Donee's Name: **Sisters of Charity**  
Donee's Address: 1100 Carmel Drive.  
Dubuque, IA 52003  
Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$250

Class of Activity: general funding  
Donee's Name: **Special Olympics /Monarchs**  
Donee's Address: Dave Picard  
2672 Harvester Ave. E.  
Maplewood, MN 55119  
Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$250

Class of Activity: Funds for the Access & Success Program  
Donee's Name: **St. Catherine University**  
Donee's Address: 2004 Randolph Ave.  
St. Paul, MN 55105  
Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$25,000

Class of Activity: general funds  
Donee's Name: **Susan B Komen**  
Donee's Address: PO Box 660843  
Dallas, TX 75266-08/43

Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$400

Class of Activity: general funding  
Donee's Name: **Tix for Tots**  
Donee's Address: P O Box 4086  
St. Paul, MN 55104

Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$15,000

Class of Activity: general funding  
Donee's Name: **Tubman**  
Donee's Address: 3111 First Avenue South.  
Minneapolis, MN 55408-9998

Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$400

Class of Activity: Brush with Kindness funding  
Donee's Name: **Twin Cities Habitat for Humanity**  
Donee's Address: 3001 Fourth Street SE  
Minneapolis, MN 55414

Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$20,000

Class of Activity: academic scholarship fund  
Donee's Name: **The University of Notre Dame**  
Donee's Address: 1100 Grace Hall  
Notre Dame, IN 46556-5612

Relationship of Donee: None  
Organizational Status: 501c3

Amount given: \$800

**Total amount given in 2010: \$339,860**